

BAKER BOTTS LLP

THE WARNER
1299 PENNSYLVANIA AVE., NW
WASHINGTON, D.C.
20004-2400

TEL +1 202.639.7700
FAX +1 202.639.7890
www.bakerbotts.com

AUSTIN
DALLAS
DUBAI
HONG KONG
HOUSTON
LONDON
MOSCOW
NEW YORK
RIYADH
WASHINGTON

Rusty Allan Brewer
TEL +1 202-639-7822
FAX +1 202-585-4079
rusty.brewer@bakerbotts.com

November 21, 2005


Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Re: San Pedro Railroad Operating Company, LLC
Abandonment Exemption in Cochise County, AZ
STB Docket No. AB-1081 (SUB-NO 0X)

Dear Mr. Williams:

Enclosed for filing in the above referenced docket is "Motion of Chemical Lime Company for an Extension of Time to File Reply and Comments in Opposition to Petition for Exemption." Please contact me with any questions regarding this filing.

Sincerely,


Rusty A. Brewer

Enclosure

BEFORE THE SURFACE TRANSPORTATION BOARD

STB DOCKET NO. AB-1081 (SUB-NO. 0X)

SAN PEDRO RAILROAD OPERATING COMPANY, LLC
-- ABANDONMENT EXEMPTION --
IN COCHISE COUNTY, AZ

**MOTION OF CHEMICAL LIME COMPANY FOR AN EXTENSION OF TIME
TO FILE REPLY AND COMMENTS IN OPPOSITION TO PETITION FOR
EXEMPTION**

Pursuant to 49 C.F.R. § 1104.7 and 49 C.F.R. § 1117.1, Chemical Lime Company (“Chemical Lime”) requests leave to file a reply and comments in the above named proceeding no later than December 2, 2005, seven days after the date petitions are due under the notice issued by the Surface Transportation Board (the “Board”) in “San Pedro Operating Company, LLC -- Abandonment Proceeding -- in Cochise County, AZ,” 70 Fed. Reg. 67213 (Nov. 4, 2005), (the “Reply Notice”). Chemical Lime seeks this seven day extension (1) to allow more time for settlement discussions; (2) because Chemical Lime’s General Counsel has been traveling on business and has been unable to participate fully in the settlement discussions that have occurred to date; and (3) with the Thanksgiving holiday on Thursday, November 24, it will be difficult for Chemical Lime to conclude its consideration of the possibility of settlement, and if necessary, prepare and file its comments and reply in opposition to the petition by November 25. In support of this motion Chemical Lime states as follows:

1. On October 17, 2005, San Pedro Railroad Operating Company, LLC (“San Pedro”) filed its petition pursuant to 49 U.S.C. § 10502, seeking an exemption

from the formal procedure for requesting authorization to abandon approximately 76.2 miles of railroad in Cochise Country, Arizona ("Petition").

2. On November 2, 2005, the Board issued the Reply Notice directing that any replies to the Petition be submitted on or before November 25, 2005 ("Reply Date").

3. Since the date of the Reply Notice, Chemical Lime and San Pedro have had talks aimed at resolving their differences through settlement. Such a settlement would eliminate the need for Chemical Lime to file a reply in opposition to the Petition. Chemical Lime would like additional time to conclude those discussions and determine whether settlement will be possible. However, the Reply Date is approaching, and due to the business travel schedules of its executives over the past week, and due to the upcoming Thanksgiving holiday, the necessary business groups within Chemical Lime will be unable to meet internally to discuss a proposed settlement or to meet with representatives of San Pedro to continue discussions.

4. Under 49 C.F.R. § 1104.7 a filing period may be extended by the Board upon a showing of good cause. Good cause exists for granting this Motion in that:

- a. Chemical Lime is a shipper on the line subject to the Petition and will lose rail service to its lime production plant in Douglas, Arizona if the Petition is granted; therefore, good cause exists to allow Chemical Lime to preserve its interests while it pursues a satisfactory resolution;
- b. If it were possible to reach agreement, a resolution by settlement would resolve this issue in a timely manner without the need for the Board to resolve the matter;

- c. Due to travel schedules of key Chemical Lime personnel, Chemical Lime will be unable to determine whether a settlement is possible by the Reply Date;
- d. If settlement discussions are not successful, the inclusion of a reply and comments from Chemical Lime will enable the Board to make a decision based on a complete and accurate record with respect to the issues raised in the Petition; and
- e. Permitting Chemical Lime to submit a reply and comments by December 2, 2005, is consistent with the public interest and will not prejudice any party.

5. Based on the good cause demonstrated herein, Chemical Lime requests that it be permitted to file its reply and comments by December 2, 2005, seven days after the Reply Date. Granting this request will not delay this proceeding, as ample time will still remain for the Board to move forward to a final decision by February 3, 2006, the expected decision date set forth in the Reply Notice.

Counsel for Chemical Lime contacted counsel for San Pedro on Friday, November 18, 2005, to discuss this requested extension. Counsel for San Pedro did not consent to the requested extension.

For the foregoing reasons, Chemical Lime requests that the Board grant leave to file its reply and comments in opposition to the Petition on or before December 2, 2005.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Rusty A. Brewer', with a long horizontal flourish extending to the right.

RUSTY A. BREWER
BAKER BOTTS L.L.P.
1299 Pennsylvania Avenue, N.W.
Washington, DC 20004
(202) 639-7700

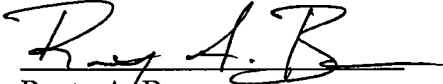
*Attorney for
Chemical Lime Company*

Dated: November 21, 2005

CERTIFICATE OF SERVICE

I hereby certify that I have served all parties of record in this proceeding with this document by United States mail.

November 21, 2005


Rusty A. Brewer